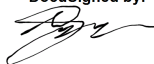
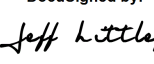


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Annie Chu
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Enrique Guadalupe
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**City and County of San Francisco
 Airport Commission
 P.O. Box 8097
 San Francisco, California 94128**

Modification No. 3

THIS MODIFICATION (this “Modification”) is made as of January 17, 2023, in San Francisco, California, by and between Airport Research and Development Foundation (“ARDF”), and the City and County of San Francisco, a municipal corporation (“City”), acting by and through its Airport Commission or the Commission’s designated agent, hereinafter referred to as “Commission.”

RECITALS

- A. City and ARDF have entered into the Application-Based Commercial Ground Transportation Management System License and Services Agreement, with an effective date of March 12, 2015 (as further defined below, the “Agreement”); and
- B. On January 20, 2015 by Resolution No. 15-0008, the Commission awarded the Agreement to ARDF; and
- C. On March 10, 2015, by Resolution No. 58-15, the Board of Supervisors approved the Agreement under San Francisco Charter Section 9.118; and
- D. On February 21, 2017, by Resolution No. 17-0034, the Commission approved the City’s exercise of all three of its options to extend the Agreement, extending the current term through March 12, 2020, and approved Modification No. 1 to the Agreement (“Modification No. 1”), which (i) capped the Annual Services Fee paid by the Airport to ARDF to \$250,000; and (ii) updated standard contractual clauses; and
- E. On June 6, 2017, by Resolution No. 220-17, the Board of Supervisors approved Modification No. 1.
- F. On January 14, 2020 by Resolution No. 20-0010, the Commission approved Modification No. 2 to extend the term of the Agreement through March 12, 2023 and provide for one two-year renewal option in favor of City, with a revised maximum Administrative Services Fee of \$144,000 per annum and a new not-to-exceed amount of \$1,682,000 over the term of the Agreement (not including the two-year renewal term); and
- G. On March 3, 2020, by Resolution No. 96-20, the Board of Supervisors approved Modification No. 2.
- H. City and Contractor desire to extend the contract term for the renewal term and provide for the payment of the Administrative Services Fee during the renewal term; and
- I. On January 17, 2023 by Resolution No. 23-0010, the Commission approved this Modification to extend the term of the Agreement through March 12, 2025 and increase the not to exceed amount under the Agreement from \$1,682,000 to \$1,970,000 to account for the payment of the Administrative Services Fee during the renewal term, with no modification to the annual amount.
- J. On _____, by Resolution No. _____, the Board of Supervisors approved Modification No. 3.

Now, THEREFORE, the parties agree that the following items have been changed as follows:

1. Section 1.1 Agreement has been replaced as follows:

1.1 **Agreement.** The term “Agreement” shall mean the Agreement dated March 12, 2015 between ARDF and City; as amended by Modification No. 1 dated February 21, 2017 and Modification No. 2 dated January 14, 2020.

2. Section 3.3.a Administrative Services Fee (Extension) is amended as follows:


a. Administrative Services Fee (Extension). During the Extension Term, the Administrative Services Fee payable by City to ARDF shall equal five percent (5%) of the moneys collected by ARDF from the ABCT Providers and paid to the City, provided that such fee shall in no event exceed (i) an annual amount of \$144,000 (the “Annual Administrative Services Fee Cap”), and (ii) an aggregate, not-to-exceed amount of \$1,970,000, calculated from the Effective Date of the Original Agreement through the expiration of the Renewal Option expiring March 12, 2025. The Administrative Services Fee shall otherwise be due and payable pursuant to Section 3.3 of the Agreement.

3. Article 6.3.a Services Term (Extension) is amended to extend the term to March 12, 2025.

4. Effective Date. Each of the changes set forth in this Modification shall be effective on and after the date of this Modification.

5. Legal Effect. Except as expressly changed by this Modification, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Contractor and City have executed this Modification as of the date first referenced above.

CITY	CONTRACTOR
AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO	
By: _____ Ivar C. Satero, Airport Director	 Authorized Signature
Attest:	Carter Morris
By _____ Kantrice Ogletree, Secretary Airport Commission	_____ Todd Hauptli, Secretary/Treasurer ARDF 601 Madison Street, Suite 200 Alexandria, VA 22314 (703) 824-0504
Resolution No: <u>23-0010</u>	City Supplier ID: 0000026008 Federal Employer ID Number: 52-1594261
Adopted on: <u>January 17, 2023</u>	
Approved as to Form:	
David Chiu City Attorney	
By _____ Christopher Stuart Deputy City Attorney	
Approved:	
By _____ Sailaja Kurella, Director of the Office of Contract Administration and Purchaser	